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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., : Case No. 08-35653-KRH
et al., : Jointly Administered
: :
Debtors. :
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a),
506(a), 507(a)(8), 541, AND 1129 AND
BANKRUPTCY RULE 6003 AUTHORIZING THE DEBTORS
TO PAY PREPETITION SALES, USE, TRUST FUND AND OTHER
TAXES AND RELATED OBLIGATIONS**

Upon the motion (the "Motion")¹ of the Debtors
for an order, pursuant to Bankruptcy Code sections

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

105(a), 506(a), 507(a)(8), 541, and 1129 and Bankruptcy Rule 6003 authorizing, but not directing, the Debtors to pay the Taxes to the appropriate Taxing Authorities; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. The Debtors are hereby authorized to pay all Taxes to the Taxing Authorities in an amount up to \$22 million, in the ordinary course of their businesses, including, but not limited to, the payment of Taxes relating to tax audits that have been completed, are in

progress, or which may commence in the ordinary course of business for prepetition periods.

3. All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor, and pay any and all checks evidencing amounts paid by the Debtors pursuant to the Motion, whether presented prior to or after the Petition Date.

4. To the extent the Debtors have not yet sought to remit payment to the Taxing Authorities, the Debtors are authorized, but not directed, to issue checks or provide for other means of payment to the Taxing Authorities to the extent necessary to pay Taxes.

5. This Order is without prejudice to the Debtors' rights to contest the amounts of any Taxes on any grounds that they deem appropriate.

6. Nothing in this Order or the Motion shall be deemed to constitute postpetition assumption or adoption of any agreement under Bankruptcy Code section 365.

7. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and

that the relief requested is necessary to avoid immediate and irreparable harm.

8. Notwithstanding Bankruptcy Rule 6004(g), this Order shall be effective and enforceable immediately upon entry hereof.

9. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

Dated: Richmond, Virginia
November __, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley